

NONPROFIT CORPORATION

STATE OF MAINE

(Merger of Domestic and Foreign Corporations)

ARTICLES OF MERGER

A corporation organized under the laws of _____

INTO

A corporation organized under the laws of _____

Pursuant to 13-B MRSA §906, the preceding corporations execute and deliver the following Articles of Merger:

<p>_____ Deputy Secretary of State</p> <hr/> <p>A True Copy When Attested By Signature</p> <hr/> <p>_____ Deputy Secretary of State</p>
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FIRST: If the surviving corporation is a Maine corporation, complete the following:
("X" one box only.) public benefit corporation mutual benefit corporation

SECOND: The laws of the State(s) of _____, under which the foreign corporation(s) is (are) organized, permit such merger and said corporation(s) has (have) complied with the applicable provisions of such laws.

THIRD: The name of the surviving corporation is _____ and it is to be governed by the laws of the State of _____. If such corporation is to be governed by the laws of a State other than Maine, the corporation agrees that it may be served with process in the State of Maine in any proceeding for the enforcement of any obligation of any domestic corporation which is a party to such merger. The corporation irrevocably appoints the Secretary of State of Maine as its agent to accept service of process in any such proceedings and the address to which the Secretary of State shall mail a copy of any process in such proceeding is _____.

FOURTH: The plan of merger is set forth in Exhibit ___ attached hereto and made a part hereof.

FIFTH: ("X" one box only.) As to the domestic corporation, the plan of merger was adopted in the following manner:

Name of Corporation _____

- By the members at a meeting on (date) _____, at which a quorum was present and such plan received at least a majority of the votes which members were entitled to cast.
- If the Articles of Incorporation require more than a majority vote, by the members at a meeting on (date) _____, and such plan received at least the percentage of votes of the members required by the Articles of Incorporation.
- By the written consent of all members entitled to vote with respect thereto, dated _____, without resolution of the board of directors.
- There being no members, or no members entitled to vote thereon, the plan was adopted by a majority vote of the board of directors in office at a meeting held on _____.

SIXTH: The address of the registered office of the surviving corporation in the State of Maine is* _____

(street, city, state and zip code)

The address of the registered office of the merged corporation in the State of Maine is * _____

(street, city, state and zip code)

SEVENTH: Effective date of the merger (if later than date of filing of Articles) is _____
(Not to exceed 60 days from date of filing of the Articles)

DATED _____

(surviving corporation)

***MUST BE COMPLETED FOR VOTE
OF MEMBERS***
I certify that I have custody of the minutes showing
the above action by the members.

(name of corporation)

(signature of clerk, secretary or asst. secretary)

**By _____
(signature)

(type or print name and capacity)

**By _____
(signature)

(type or print name and capacity)

DATED _____

(merged corporation)

***MUST BE COMPLETED FOR VOTE
OF MEMBERS***
I certify that I have custody of the minutes showing
the above action by the members.

(name of corporation)

(signature of clerk, secretary or asst. secretary)

**By _____
(signature)

(type or print name and capacity)

**By _____
(signature)

(type or print name and capacity)

*Must provide address of registered office in Maine. If the corporation does not have a registered office in Maine, the address given should be the principal or registered office wherever located.

This document **MUST be signed by any duly authorized officer. (13-B MRSA §104.1.B)

Please remit your payment made payable to the Maine Secretary of State.

**SUBMIT COMPLETED FORMS TO: CORPORATE EXAMINING SECTION, SECRETARY OF STATE,
101 STATE HOUSE STATION, AUGUSTA, ME 04333-0101**

Filer Contact Cover Letter

To: Department of the Secretary of State
Division of Corporations, UCC and Commissions
101 State House Station
Augusta, ME 04333-0101

Tel. (207) 624-7752

Name of Entity (s):

List type of filing(s) enclosed (i.e. Articles of Incorporation, Articles of Merger, Articles of Amendment, Certificate of Correction, etc.) Attach additional pages as needed.

Special handling request(s): (check all that apply)

- Hold for pick up
- Expedited filing - 24 hour service (\$50 additional filing fee per entity, per service)
- Expedited filing - Immediate service (\$100 additional filing fee per entity, per service)

Total filing fee(s) enclosed: \$ _____

Contact Information – questions regarding the above filing(s), please call or email: (failure to provide a contact name and telephone number or email address will result in the return of the erroneous filing (s) by the Secretary of State's office)

(Name of contact person) _____
(Daytime telephone number)

(Email address)

The enclosed filing(s) and fee(s) are submitted for filing. Please return the attested copy to the following address:

(Name of attested recipient)

(Firm or Company)

(Mailing Address)

(City, State & Zip)